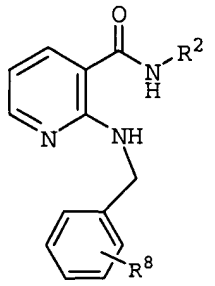
The listing of claims will replace all prior versions, and listings, of claims in the application:

Listing of Claims

Claim 1 (currently amended): Compound of Formula IV



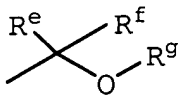
IV

wherein R^2 is selected from unsubstituted or substituted

phenyl, and

9-10 membered bicyclic and 11-14 membered tricyclic unsaturated or partially unsaturated heterocyclyl,

wherein substituted R^2 is optionally substituted with one or more substituents selected from halo, C_{1-6}-alkyl, optionally substituted C_{3-6}-cycloalkyl, optionally substituted phenyl, optionally substituted phenyl-C_1-C_4-alkylenyl, C_{1-2}-haloalkoxy, optionally substituted phenyloxy, optionally substituted 4-6 membered heterocyclyl-C_1-C_6-alkyl, optionally substituted 4-6 membered heterocyclyl-C_2-C_4-alkenyl, optionally substituted 4-6 membered heterocyclyl, optionally substituted 4-6 membered heterocyclyloxy, optionally substituted 4-6 membered heterocyclyl-C_{1-4}-alkoxy, optionally substituted 4-6 membered heterocyclylsulfonyl, optionally substituted 4-6 membered heterocyclylamino, optionally substituted 4-6 membered heterocyclylcarbonyl, optionally substituted 4-6 membered heterocyclyl-C_{1-4}-alkylcarbonyl, optionally substituted 4-6 membered heterocyclylcarbonyl-C_{1-4}-alkyl, optionally substituted 4-6 membered heterocyclyl-C_{1-4}-alkylcarbonylamino, optionally substituted 4-6 membered heterocyclyl-oxycarbonylamino, C_{1-2}-

haloalkyl, C_{1-4}-aminoalkyl, nitro, amino, C_{1-3}-alkylsulfonylamino, hydroxy, cyano, aminosulfonyl, C_{1-2}-alkylsulfonyl, halosulfonyl, C_{1-4}-alkylcarbonyl, amino-C_{1-4}-alkylcarbonyl, C_{1-3}-alkylamino-C_{1-4}-alkylcarbonyl, C_{1-3}-alkylamino-C_{1-4}-alkylcarbonylamino, C_{1-4}-alkoxycarbonyl-C_{1-4}-alkyl, C_{1-3}-alkylamino-C_{1-3}-alkyl, C_{1-3}-alkylamino-C_{1-3}-alkoxy, C_{1-3}-alkylamino-C_{1-3}-alkoxy-C_{1-3}-alkoxy, C_{1-4}-alkoxycarbonyl, C_{1-4}-alkoxycarbonylamino-C_{1-4}-alkyl, C_{1-3}-alkylsulfonylamino-C_{1-3}-alkoxy, C_{1-4}-hydroxyalkyl,  and C_{1-4}-alkoxy;

wherein R^e and R^f are independently selected from H and C_{1-2}-haloalkyl;

wherein R^g is selected from H, C_{1-3}-alkyl, optionally substituted phenyl-C_{1-3}-alkyl, 4-6 membered heterocyclyl, and optionally substituted 4-6 membered heterocyclyl-C_1-C_3-alkyl, C_{1-3}-alkoxy-C_{1-2}-alkyl and C_{1-3}-alkoxy-C_{1-3}-alkoxy-C_{1-3}-alkyl; and

wherein R^8 is one or more substituents independently selected from halo, amino, nitro, hydroxy, C_{1-6}-alkyl, C_{1-6}-haloalkyl, C_{1-6}-alkoxy, C_{1-6}-haloalkoxy, C_{1-6}-aminoalkyl, C_{1-6}-hydroxyalkyl, optionally substituted phenyl, optionally substituted heterocyclyl, optionally substituted heterocyclyl-C_{1-6}-alkoxy, aminosulfonyl, C_{3-6}-cycloalkyl, C_{1-6}-alkylamino, C_{1-6}-alkylamino-C_{1-6}-alkyl, optionally substituted heterocyclyl-C_{1-6}-alkylamino, optionally substituted heterocyclyl-C_{1-6}-alkyl, C_{1-6}-alkylamino-C_{2-4}-alkynyl, C_{1-6}-alkylamino-C_{1-6}-alkoxy, C_{1-6}-alkylamino-C_{1-6}-alkoxy-C_{1-6}-alkoxy, and optionally substituted heterocyclyl-C_{2-4}-alkynyl;

and **a** pharmaceutically acceptable ~~isomers and derivatives~~ **salt** thereof;

provided R^2 is not 3-trifluoromethylphenyl when R^8 is 4-hydroxy or 3-hydroxy.

Claim 2. (currently amended): Compound of Claim 1 wherein R^2 is selected fromphenyl, 1,2-dihydroquinolyl, 1,2,3,4-tetrahydro-isoquinolyl, 1',2'-dihydro-spiro[cyclopropane-1,3'-[3H]indol]-6'-yl, isoquinolyl, quinolyl, indolyl, isoindolyl, 2,3-dihydro-1H-indolyl, naphthyridinyl, 1,2,3,4-tetrahydro-[1,8]naphthyridinyl, dihydrobenzo[1,4]oxaxinyl, quinozalinyl, benzo[d]isothiazolyl, 3,4-

dihydro-quinazolinyl, 2,3,4,4a,9,9a-hexahydro-1H-3-aza-fluorenyl, 5,6,7-trihydro-1,2,4-triazolo[3,4-a]isoquinolyl, tetrahydroquinolinyl, indazolyl, 2,1,3-benzothiadiazolyl, benzodioxanyl, benzothienyl, benzofuryl, benzimidazolyl, dihydro-benzimidazolyl, benzoxazolyl and benzthiazolyl, where R^2 is unsubstituted or substituted with one or more substituents selected from bromo, chloro, fluoro, iodo, nitro, amino, cyano, Boc-aminoethyl, hydroxy, oxo, fluorosulfonyl, methylsulfonyl, aminosulfonyl, 4-methylpiperazinylsulfonyl, cyclohexyl, phenyl, phenylmethyl, 4-pyridylmethyl, 4-morpholinylmethyl, 1-methylpiperazin-4-ylmethyl, 1-methylpiperazin-4-ylpropyl, morpholinylpropyl, piperidin-1-ylmethyl, 1-methylpiperidin-4-ylmethyl, 2-methyl-2-(1-methylpiperidin-4-yl)ethyl, 2-methyl-2-(4-pyrimidinyl)ethyl, 2-methyl-2-(5-methyloxadiazol-2-yl)ethyl, 2-methyl-2-(pyrazol-5-yl)ethyl, 2-methyl-2-(1-ethoxycarbonyl-1,2,3,6-tetrahydropyridin-4-yl)ethyl, morpholinylethyl, 1-(4-morpholinyl)-2,2-dimethylpropyl, 1-(4-morpholinyl)-2,2-dimethylethyl, piperidin-4-ylethyl, 1-Boc-piperidin-4-ylethyl, piperidin-1-ylethyl, 1-Boc-piperidin-4-ylethyl, piperidin-4-ylmethyl, 1-Boc-piperidin-4-ylmethyl, piperidin-4-ylpropyl, 1-Boc-piperidin-4-ylpropyl, piperidin-1-ylpropyl, pyrrolidin-1-ylpropyl, pyrrolidin-2-ylpropyl, 1-Boc-pyrrolidin-2-ylpropyl, 1-(pyrrolidin-1-yl)-2-methylpropyl, pyrrolidin-1-ylmethyl, pyrrolidin-2-ylmethyl, 1-Boc-pyrrolidin-2-ylmethyl, 2-methyl-2-(pyrrolidin-1-yl)ethyl, pyrrolidinylpropenyl, pyrrolidinylbutenyl, methylcarbonyl, Boc, piperidin-1-ylmethylcarbonyl, pyrrolidin-1-yl-carbonyl, pyrrolidin-2-yl-carbonyl, 4-pyridylcarbonyl, 4-methylpiperazin-1-ylcarbonylethyl, $CH_3O-C(=O)-CH_2-$, methoxycarbonyl, aminomethylcarbonyl, dimethylaminomethylcarbonyl, methylsulfonylamino, dimethylaminomethylcarbonylamino, 1-pyrrolidinyl-$CH_2-C(=O)-NH-$, 4-morpholinyl-$CH_2-C(=O)-NH-$, 3-tetrahydrofuryl-O-C(=O)-NH-, cyclohexyl-$N(CH_3)-$, (4-pyrimidinyl)amino, (2-methylthio-4-pyrimidinyl)amino, 3-ethoxycarbonyl-2-methyl-fur-5-yl, 4-methylpiperazin-1-yl, 4-methyl-1-piperidyl, 1-Boc-4-piperidyl, piperidin-4-yl, 1-methylpiperidin-4-yl, 1-methyl-(1,2,3,6-tetrahydropyridyl), imidazolyl, morpholinyl, 4-trifluoromethyl-1-piperidinyl, hydroxybutyl, methyl, ethyl, propyl, isopropyl, butyl, tert-butyl, sec-butyl, trifluoromethyl, pentafluoroethyl, nonafluorobutyl, dimethylaminopropyl, 1,1-di(trifluoromethyl)-1-

hydroxymethyl, 1,1-di(trifluoromethyl)-1-(piperidinylethoxy)methyl, 1,1-di(trifluoromethyl)-1-(pyrrolidin-2-ylmethoxy)methyl, 1,1-di(trifluoromethyl)-1-(methoxyethoxyethoxy)methyl, 1-hydroxyethyl, 2-hydroxyethyl, trifluoromethoxy, 1-aminoethyl, 2-aminoethyl, 1-(N-isopropylamino)ethyl, 2-(N-isopropylamino)ethyl, 3-tetrahydrofuryloxy, dimethylaminoethoxy, 4-chlorophenoxy, phenyloxy, azetidin-3-ylmethoxy, 1-Boc-azetidin-3-ylmethoxy, 3-tetrahydrofurylmethoxy, pyrrolidin-2-ylmethoxy, 1-methylcarbonyl-pyrrolidin-2-ylmethoxy, 1-Boc-pyrrolidin-2-ylmethoxy, pyrrolidin-1-ylmethoxy, 1-methyl-pyrrolidin-2-ylmethoxy, 1-isopropyl-pyrrolidin-2-ylmethoxy, 1-Boc-piperdin-4-ylmethoxy, (1-pyrrolidinyl)ethoxy, piperdin-4-ylmethoxy, piperdin-3-ylmethoxy, 1-methylpiperdin-4-yloxy, methylsulfonylaminoethoxy, isopropoxy, methoxy and ethoxy; and **a** pharmaceutically acceptable ~~isomers and derivatives~~ **salt** thereof.

Claim 3 (currently amended): Compound of Claim 1 wherein R^8 is one or more substituents independently selected from chloro, fluoro, bromo, hydroxy, methoxy, ethoxy, $-O-CH_2-O-$, trifluoromethoxy, 1-methylpiperidinylmethoxy, dimethylaminoethoxy, amino, dimethylamino, dimethylaminopropyl, diethylamino, aminosulfonyl, cyclohexyl, dimethylaminopropynyl, 3-(4-morpholinyl)propyn-1-yl, dimethylaminoethoxyethoxy, 3-(4-morpholinyl)propylamino, optionally substituted piperidinyl, morpholinyl, optionally substituted piperazinyl, optionally substituted phenyl, methyl, ethyl, propyl, cyano, hydroxymethyl, aminomethyl and trifluoromethyl;

and **a** pharmaceutically acceptable ~~derivatives~~ **salt** thereof.

Claim 4 (currently amended): Compound of Claim 2 wherein R^2 is selected from

- 1,2,3,4-tetrahydro-isoquinolyl optionally substituted with one or more substituents selected from methyl, and Boc,
- 1,2,3,4-tetrahydro-quinolyl optionally substituted with one or more substituents selected from methyl, Boc and oxo,
- 2,3-dihydro-1H-indolyl optionally substituted with one or more substituents selected from methyl, methylsulfonyl, 1-Boc-piperidin-4-ylmethyl, piperidin-4-ylmethyl, 1-Boc-piperidin-4-yl, piperidin-4-yl, 1-methyl-piperidin-4-ylmethyl, 1-methyl-

piperidin-4-yl, pyrrolidin-1-yl-carbonyl, dimethylaminomethylcarbonyl, aminomethylcarbonyl, methylcarbonyl, pyrrolidin-2-ylmethyl, and 1-Boc-pyrrolidin-2-ylmethyl, and 3,4-dihydro-2H-benzo[1,4]oxazinyl optionally substituted with one or more substituents selected from methyl, and methylcarbonyl; and **a** pharmaceutically acceptable ~~derivatives~~ **salt** thereof.

Claim 5 (currently amended): Compound of Claim 4 wherein R^2 is 3,3-dimethyl-2,3-dihydro-1H-indolyl optionally substituted with a substituent selected from pyrrolidin-1-yl-carbonyl, methylcarbonyl, and methylsulfonyl; and **a** pharmaceutically acceptable ~~derivatives~~ **salt** thereof.

Claim 6 (currently amended): Compound of Claim 4 wherein R^2 is 4,4-dimethyl-1,2,3,4-tetrahydro-1H-isoquinolinyl**; and a pharmaceutically acceptable salt thereof**.

Claim 7 (currently amended): Compound of Claim 3 wherein R^8 is one or more substituents independently selected from fluoro, hydroxy, amino, and nitro; and **a** pharmaceutically acceptable ~~derivatives~~ **salt** thereof.

Claim 8 (currently amended): Compound of Claim 3 wherein R^8 is 4-fluoro; and **a** pharmaceutically acceptable ~~derivatives~~ **salt** thereof.

Claim 9 (currently amended): Compound of Claim 1 wherein R^2 is selected from phenyl substituted with one or more substituents selected from chloro, tert-butyl, azetidin-3-ylmethoxy, 1-Boc-azetidin-3-ylmethoxy, dimethylaminomethylcarbonylamino, 1,1-di(trifluoromethyl)-1-(pyrrolidin-2-ylmethoxy)methyl, trifluoromethyl, 2-methyl-2-(morpholin-4-yl)ethyl, 2-methyl-2-(pyrrolidin-1-yl)ethyl, 2-methyl-2-(5-methyloxadiazol-2-yl)ethyl, methylsulfonylamino, 1-methyl-pyrrolidin-2-ylmethoxy, and isopropyl; and **a** pharmaceutically acceptable ~~derivatives~~ **salt** thereof.

10. (Original) A compound and pharmaceutically acceptable salts thereof selected from:

N-(3,3-Dimethyl-1-(methylsulfonyl)-2,3-dihydro-1H-indol-6-yl)-2-(((4-fluorophenyl)methyl)amino)-3-pyridinecarboxamide;

N-(4-(1,1-dimethylethyl)-3-((N,N-dimethylglycyl)amino)phenyl)-2-(((4-fluorophenyl)methyl)amino)-3-pyridinecarboxamide;

N-(3-((((2R)-1-methyl-2-pyrrolidinyl)methyl)oxy)-5-(trifluoromethyl)phenyl)-2-((3-(1,3-oxazol-5-yl)phenyl)amino)-3-pyridinecarboxamide;

2-(((4-fluorophenyl)methyl)amino)-N-(3-((((2R)-1-methyl-2-pyrrolidinyl)methyl)oxy)-5-(trifluoromethyl)phenyl)-3-pyridinecarboxamide;

2-(((4-fluorophenyl)methyl)amino)-N-(3-((methylsulfonyl)amino)-5-(trifluoromethyl)phenyl)-3-pyridinecarboxamide;

2-((3-(1,3-oxazol-5-yl)phenyl)amino)-N-(3-(trifluoromethyl)phenyl)-3-pyridinecarboxamide;

2-(((4-fluorophenyl)methyl)amino)-N-(4-(1-methyl-1-(5-methyl-1,3,4-oxadiazol-2-yl)ethyl)phenyl)-3-pyridinecarboxamide;

3-(2-Chloro-5-{[2-(4-fluoro-benzylamino)-pyridine-3-carbonyl]-amino}-phenoxymethyl)-azetidine-1-carboxylic acid tert-butyl ester;

N-[3-(Azetidin-3-ylmethoxy)-4-chloro-phenyl]-2-(4-fluoro-benzylamino)-nicotinamide;

6-Chloro-3-(4-fluoro-benzylamino)-pyridazine-4-carboxylic acid (4-*tert*-butyl-phenyl)-amide;

3-(4-Fluoro-benzylamino)-pyridazine-4-carboxylic acid (4-*tert*-butyl-phenyl)-amide;

2-(4-Hydroxy-3-amino-benzylamino)-N-(4-isopropyl-phenyl)-nicotinamide;

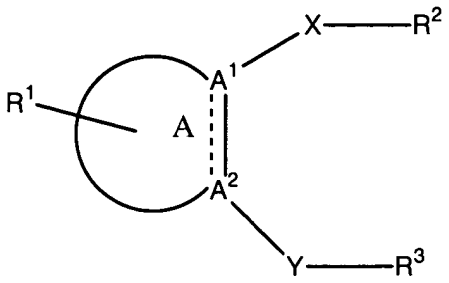
2-(4-Hydroxy-3-nitro-benzylamino)-N-(4-isopropyl-phenyl)-nicotinamide;

3-(4-Fluoro-benzylamino)-1,2,5,6-tetrahydro-pyridazine-4-carboxylic acid (4-*tert*-butyl-phenyl)-amide; and

N-[3-(Azetidin-3-ylmethoxy)-5-trifluoromethyl-phenyl]-2-(4-fluoro-benzylamino)-nicotinamide.

Claim 11 - 20. (Canceled).

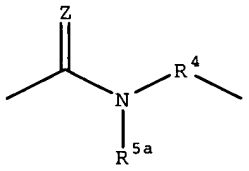
Claim 21 (New): A compound of formula I'



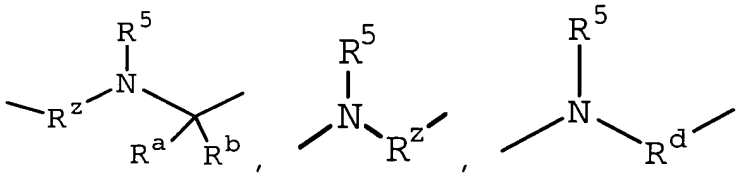
I'

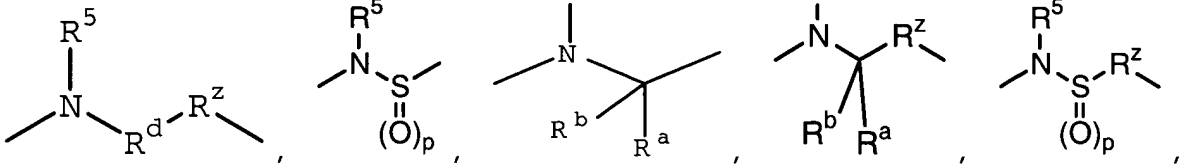
wherein each of A^1 and A^2 is independently C or N;

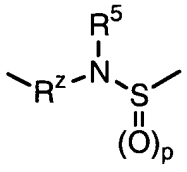
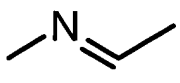
wherein A^1-A^2 form part of a ring A selected from 5- or 6-membered heteroaryl;

wherein X is  ;

wherein Z is oxygen or sulfur;

Y is selected from  ,

 ,

 and  ;

wherein p is 0 to 2,

wherein R^a and R^b are independently selected from H, halo, cyano, $-NHR^6$ and C_{1-4}-alkyl substituted with R^1, or wherein R^a and R^b together form C_3-C_6 cycloalkyl;

wherein R^z is selected from C_2-C_6-alkylenyl, where one of the CH_2 groups may be replaced with an oxygen atom or an -NH-group; wherein one of the CH_2 groups may be substituted with one or two radicals selected from halo, cyano, $-NHR^6$ and C_{1-4}-alkyl substituted with R^1;

wherein R^d is cycloalkyl;

wherein R^1 is one or more substituents independently selected from H, halo, $-OR^7$, oxo, $-SR^7$, $-CO_2R^7$, $-COR^7$, $-CONR^7R^7$, $-NR^7R^7$, $-SO_2NR^7R^7$, $-NR^7C(O)OR^7$, $-NR^7C(O)R^7$, optionally substituted cycloalkyl, optionally substituted phenylalkyl, optionally substituted heterocyclyl, optionally substituted heterocyclylalkyl, optionally substituted phenyl, lower alkyl, cyano, lower hydroxyalkyl, lower carboxyalkyl, nitro, lower alkenyl, lower alkynyl, lower aminoalkyl, lower alkylaminoalkyl and lower haloalkyl;

wherein R^2 is selected from

a) substituted or unsubstituted 6-10 membered aryl,

b) substituted or unsubstituted 5-6 membered heterocyclyl,

c) substituted or unsubstituted 9-14 membered bicyclic or tricyclic heterocyclyl,

d) cycloalkyl, and

e) cycloalkenyl,

wherein substituted R^2 is substituted with one or more substituents independently selected from halo, $-OR^7$, oxo, $-SR^7$, $-CO_2R^7$, $-CONR^7R^7$, $-COR^7$, $-NR^7R^7$, $-NH(C_1-C_4$ alkylenyl$R^9)$, $-SO_2R^7$, $-SO_2NR^7R^7$, $-NR^7C(O)OR^7$, $-NR^7C(O)R^7$, $-NR^7C(O)NR^7R^7$, optionally substituted cycloalkyl, optionally substituted heterocyclyl, optionally substituted phenyl, halosulfonyl, cyano, alkylaminoalkoxy, alkylaminoalkoxyalkoxy, nitro, lower alkyl substituted with R^1, lower alkenyl substituted with R^1, and lower alkynyl substituted with R^1;

wherein R^3 is selected from aryl unsubstituted or substituted with one or more substituents independently selected from halo, $-OR^7$, $-SR^7$, $-SO_2R^7$, $-CO_2R^7$, $-CONR^7R^7$, $-COR^7$, $-NR^7R^7$, $-SO_2NR^7R^7$, $-NR^7C(O)OR^7$, $-NR^7C(O)R^7$, optionally substituted cycloalkyl, optionally substituted heterocyclyl, optionally substituted phenyl, nitro, alkylaminoalkoxyalkoxy, cyano, alkylaminoalkoxy, lower alkyl substituted with R^1, lower alkenyl substituted with R^1, and lower alkynyl substituted with R^1;

wherein R^4 is selected from a direct bond, C_{2-4}-alkylenyl, C_{2-4}-alkenylenyl and C_{2-4}-alkynylenyl, where one of the CH_2 groups may be substituted with an oxygen atom or an -NH-, wherein R^4 is optionally substituted with hydroxy;

wherein R^5 is selected from H, lower alkyl, optionally substituted phenyl and lower aralkyl;

wherein R^{5a} is selected from H, lower alkyl, optionally substituted phenyl and lower aralkyl;

wherein R^6 is selected from H or C_{1-6}-alkyl; and

wherein R^7 is selected from H, lower alkyl, optionally substituted phenyl, optionally substituted heterocyclyl, optionally substituted C_3-C_6-cycloalkyl, optionally substituted phenyl-C_{1-6}-alkyl, optionally substituted heterocyclyl-C_{1-6}-alkyl, optionally substituted C_3-C_6 cycloalkyl-C_{1-6}-alkyl, alkylaminoalkyl, and lower haloalkyl;

wherein R^9 is selected from H, optionally substituted phenyl, optionally substituted 5-6 membered heterocyclyl and optionally substituted C_3-C_6 cycloalkyl;

and a pharmaceutically acceptable salt thereof;

provided R^2 is not 3-trifluoromethylphenyl when A is pyridyl, when X is -C(O)NH-, when Y is -NH-CH_2-, when R^1 is H and R^3 is 3-(N-methylamino-carbonyl)phenyl, 4-hydroxyphenyl, 3-hydroxyphenyl or phenyl;

further provided R^2 is not substituted with -$SO_2NR^7R^7$ when Y is -$NHSO_2$-;

further provided R^2 is not 3-trifluoromethylphenyl when A is pyridyl, when X is -C(O)NH-, when Y is -N(benzyl)-CH_2-, when R^1 is H and when R^3 is phenyl;

further provided R^2 is not cyclohexyl when A is pyridyl, when X is -C(O)NH-, when Y is -NH-CH_2-, when R^1 is H and when R^3 is 2-methoxyphenyl or 3-methoxyphenyl;

further provided R^1 is not 2-hydroxymethylpyrrol-5-yl when A is pyridyl;

further provided R^1 is not 4-(methoxyaminocarbonylamino)phenyl when A is thienyl;

further provided R^1 is not 2-pyridylmethoxy when A is pyrimidyl, when X is -C(O)NH-, and when Y is -NH-CH_2-;

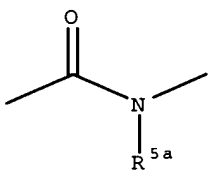
further provided R^1 is not 4-methylpiperidyl when A is pyrimidyl, when X is -C(O)NH-, when Y is -NH-CH_2-, and when R^3 is 3-chloro-4-methoxyphenyl;

further provided R^1 is not bromo when A is pyrimidyl, when X is -C(O)NH-CH_2-, when Y is -NH-CH_2-, and when R^3 is 3-chloro-4-methoxyphenyl;

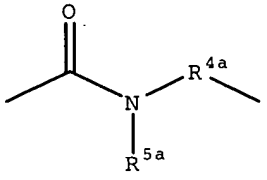
further provided R^2 is not 2-chloro-3-pyridyl when A is pyridyl; and

further provided R^2 is not 2-methoxyphenyl when A is pyridyl, when X is -C(O)NH-, when Y is -NH-CH_2-, when R^1 is H and R^3 is phenyl.

Claim 22 (New): Compound of Claim 21 wherein A is selected from thienyl, furanyl, pyrrolyl, thiazolyl, oxazolyl, imidazolyl, pyrazolyl, isoxazolyl, triazolyl, isothiazolyl, pyridyl, pyrazinyl, pyrimidinyl, pyridazinyl and triazinyl; wherein X is selected from

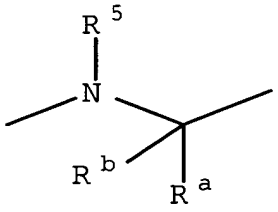


and

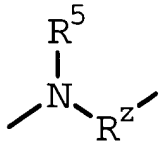


;

wherein Y is selected from



and



;

wherein R^a and R^b are independently selected from H, halo, and C_{1-2}-alkyl substituted with R^1, or wherein R^a and R^b together form C_3-C_4 cycloalkyl;

wherein R^z is C_2-C_3 alkylenyl, where one of the CH_2 groups may be replaced with an oxygen atom or an -NH-;

wherein R^1 is one or more substituents independently selected from H, halo, -OR^7, oxo, -SR^7, -CO_2R^7, -$CONR^7R^7$, -COR^7, -NR^7R^7, -$SO_2NR^7R^7$, -$NR^7C(O)OR^7$, -$NR^7C(O)R^7$, optionally substituted C_{3-6}-cycloalkyl, optionally substituted phenyl-C_{1-4}-alkyl, optionally substituted 4-6 membered heterocyclyl, optionally substituted phenyl, optionally substituted 4-6 membered heterocyclyl-C_{1-4}-alkyl, C_{1-6}-alkyl, cyano,

C_{1-4}-hydroxyalkyl, C_{1-4}-carboxyalkyl, nitro, C_{2-3}-alkenyl, C_{2-3}-alkynyl and C_{1-4}-haloalkyl;

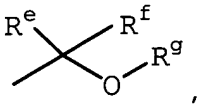
wherein R^2 is selected from

substituted or unsubstituted aryl selected from phenyl, naphthyl, indanyl, indenyl and tetrahydronaphthyl,

substituted or unsubstituted 5-6 membered heteroaryl,

substituted or unsubstituted C_{3-6}-cycloalkyl and

substituted or unsubstituted 9-10 membered bicyclic or 13-14 membered tricyclic saturated or partially unsaturated heterocyclyl

wherein substituted R^2 is substituted with one or more substituents independently selected from halo, $-OR^7$, oxo, $-SR^7$, $-SO_2R^7$, $-CO_2R^7$, $-CONR^7R^7$, $-COR^7$, $-NR^7R^7$, $-NH(C_1-C_2\text{-alkylenyl}R^9)$, $-(C_1-C_2\text{-alkylenyl})NR^7R^7$, $-SO_2NR^7R^7$, $-NR^7C(O)OR^7$, $-NR^7C(O)R^7$, C_1-C_6-alkylamino-C_1-C_6-alkoxy, C_1-C_6-alkylamino-C_1-C_6-alkoxy-C_1-C_6-alkoxy, halosulfonyl, optionally substituted 4-6 membered heterocyclyl-carbonylalkyl, C_{1-4}-alkoxycarbonylamino-C_{1-6}-alkyl,  , optionally substituted C_{3-6}-cycloalkyl, optionally substituted 4-6 membered heterocyclyl, optionally substituted phenyl, optionally substituted phenyl-C_{1-6}-alkylenyl, optionally substituted 4-6 membered heterocyclyl-C_1-C_6-alkylenyl, 4-6 membered heterocyclyl-C_2-C_6-alkenylenyl, C_{1-4}-alkyl, cyano, C_{1-4}-hydroxyalkyl, nitro and C_{1-4}-haloalkyl;

wherein R^3 is phenyl substituted with one or more substituents independently selected from halo, $-OR^7$, $-SR^7$, $-CO_2R^7$, $-CONR^7R^7$, $-COR^7$, $-NR^7R^7$, $-SO_2NR^7R^7$, $-NR^7C(O)OR^7$, $-NR^7C(O)R^7$, C_{3-6}-cycloalkyl, optionally substituted 5-6 membered heterocyclyl, optionally substituted phenyl, C_{1-4}-alkyl, C_{1-4}-aminoalkyl, cyano, C_{1-4}-hydroxyalkyl, nitro and C_{1-4}-haloalkyl;

wherein R^{4a} is C_{2-4}-alkylenyl where one of the CH_2 groups may be replaced with an oxygen atom or -NH-, wherein R^{4a} is optionally substituted with hydroxy;

wherein R^5 is selected from H and C_1-C_2-alkyl;

wherein R^{5a} is selected from H and C_1-C_2-alkyl; and

wherein R^7 is selected from H, C_{1-4}-alkyl, optionally substituted phenyl, optionally substituted phenyl-C_{1-4}-alkyl, optionally substituted 4-6 membered heterocyclyl, optionally substituted 4-6

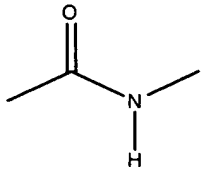
membered heterocyclyl-C_{1-4}-alkyl, optionally substituted C_3-C_6 cycloalkyl, C_{1-2}-alkylamino-C_{1-4}-alkyl and C_{1-2}-haloalkyl;

wherein R^e and R^f are independently selected from H and C_{1-2}-haloalkyl; and

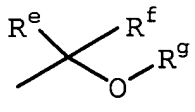
wherein R^g is selected from H, C_{1-6}-alkyl, optionally substituted phenyl-C_{1-6}-alkyl, 4-6 membered heterocyclyl, optionally substituted 4-6 membered heterocyclyl-C_1-C_6-alkyl, C_{1-4}-alkoxy-C_{1-4}-alkyl and C_{1-4}-alkoxy-C_{1-4}-alkoxy-C_{1-4}-alkyl;

and a pharmaceutically acceptable salt thereof.

Claim 23 (New): Compound of Claim 22 wherein A is selected from



pyridyl and pyrimidinyl; wherein X is ; wherein Y is -NH-CH_2-; wherein R^1 is one or more substituents independently selected from H, halo, hydroxy, C_{1-2}-alkoxy, C_{1-2}-haloalkoxy, amino, C_{1-2}-alkylamino, optionally substituted 5-6 membered heterocyclyl-C_{1-2}-alkylamino, aminosulfonyl, C_{3-6}-cycloalkyl, optionally substituted 5-6 membered heterocyclyl, optionally substituted phenyl, C_{1-4}-alkyl, cyano, C_{1-2}-hydroxyalkyl, C_{1-3}-carboxyalkyl, nitro, C_{2-3}-alkenyl, C_{2-3}-alkynyl and C_{1-2}-haloalkyl; wherein R^2 is unsubstituted or substituted and selected from phenyl, naphthyl, indanyl, indenyl and tetrahydronaphthyl, substituted or unsubstituted 5-6 membered heteroaryl, C_{3-6}-cycloalkyl, and substituted or unsubstituted 9-10 membered bicyclic or 13-14 membered tricyclic heterocyclyl; wherein substituted R^2 is substituted with one or more substituents independently selected from halo, C_{1-4}-alkyl, optionally substituted C_{3-6}-cycloalkyl, optionally substituted phenyl, optionally substituted phenyl-C_1-C_4-alkylenyl, C_{1-2}-haloalkoxy, optionally substituted phenyloxy, optionally substituted 5-6 membered heterocyclyl-C_1-C_4-alkylenyl, optionally substituted 5-6 membered heterocyclyl-C_2-C_4-alkenylenyl, optionally substituted 5-6 membered heterocyclyl, optionally substituted 5-6 membered heterocyclyloxy, optionally substituted 5-6 membered heterocyclylsulfonyl, optionally substituted 5-6 membered heterocyclylamino, optionally substituted 5-6 membered heterocyclylcarbonyl, optionally substituted 5-6 membered heterocyclyl-C_{1-4}-alkylcarbonyl, C_{1-2}-haloalkyl, C_{1-4}-aminoalkyl, nitro,

amino, hydroxy, cyano, aminosulfonyl, C_{1-2}-alkylsulfonyl, halosulfonyl, C_{1-4}-alkylcarbonyl, C_{1-3}-alkylamino-C_{1-3}-alkyl, C_{1-3}-alkylamino-C_{1-3}-alkoxy, C_{1-3}-alkylamino-C_{1-3}-alkoxy-C_{1-3}-alkoxy, C_{1-4}-alkoxycarbonyl, C_{1-4}-alkoxycarbonylamino-C_{1-4}-alkyl, C_{1-4}-hydroxyalkyl,  and C_{1-4}-alkoxy; wherein R^3 is phenyl substituted with one or more substituents independently selected from halo, hydroxy, C_{1-4}-alkyl, C_{1-2}-alkoxy, optionally substituted 5-6 membered heterocyclyl-C_{1-2}-alkoxy, amino, C_{1-2}-alkylamino, aminosulfonyl, $-NR^3C(O)OR^7$, $-NR^3C(O)R^7$, C_{3-6}-cycloalkyl, optionally substituted 5-6 membered heterocyclyl, optionally substituted phenyl, nitro, C_{1-2}-alkylamino-C_{1-2}-alkoxy-C_{1-2}-alkoxy, cyano, C_{1-2}-alkylamino-C_{1-2}-alkoxy, C_{1-2}-alkylamino-C_{1-2}-alkyl, C_{1-2}-alkylamino-C_{2-3}-alkynyl, C_{1-2}-hydroxyalkyl, C_{1-2}-aminoalkyl, C_{1-2}-haloalkyl, optionally substituted 5-6 membered heterocyclyl-C_{2-3}-alkenyl, and optionally substituted 5-6 membered heterocyclyl-C_{2-3}-alkynyl; and wherein R^7 is selected from H, methyl, phenyl, cyclopropyl, cyclohexyl, benzyl, morpholinylmethyl, 4-methylpiperazinylmethyl, 4-methylpiperdinylmethyl, 4-morpholinylmethyl, 4-morpholinylethyl, 1-(4-morpholinyl)-2,2-dimethylpropyl, 1-piperdinylethyl, 1-piperdinylpropyl, 1-pyrrolidinylpropyl and trifluoromethyl; wherein R^e and R^f are independently $-CF_3$; and wherein R^g is selected from H, C_{1-3}-alkyl, optionally substituted phenyl-C_{1-3}-alkyl, optionally substituted 5-6 membered heterocyclyl-C_1-C_3-alkyl, C_{1-3}-alkoxy-C_{1-3}-alkyl and C_{1-3}-alkoxy-C_{1-3}-alkoxy-C_{1-3}-alkyl; and a pharmaceutically acceptable salt thereof.

Claim 24 (New): Compound of Claim 23 wherein A is pyridyl; wherein R^1 is one or more substituents independently selected from H, chloro, and fluoro; wherein R^2 is selected from phenyl, tetrahydronaphthyl, indanyl, naphthyl, imidazolyl, oxazolyl, furyl, pyrrolyl, isoxazolyl, pyrazolyl, thiazolyl, thiadiazolyl, thienyl, pyridyl, pyrimidinyl, pyridazinyl, cyclohexyl, 1,2-dihydroquinolyl, 1,2,3,4-tetrahydro-isoquinolyl, 1,2,3,4-tetrahydro-quinolyl, 2,3-dihydro-1H-indolyl, 2,3,4,4a,9,9a-hexahydro-1H-3-aza-fluorenyl, 5,6,7-trihydro-1,2,4-triazolo[3,4-a]isoquinolyl, 3,4-dihydro-2H-benzo[1,4]oxazinyl, and benzo[1,4]dioxanyl; wherein substituted R^2 is

substituted with one or more substituents independently selected from bromo, chloro, fluoro, iodo, nitro, amino, cyano, aminoethyl, Boc-aminoethyl, hydroxy, aminosulfonyl, 4-methylpiperazinylsulfonyl, cyclohexyl, phenyl, phenylmethyl, morpholinylmethyl, methylpiperazinylmethyl, morpholinylethyl, methylpiperazinylpropyl, 1-(4-morpholinyl)-2,2-dimethylpropyl, piperidinylmethyl, morpholinylpropyl, methylpiperidinylmethyl, piperidinylethyl, piperidinylpropyl, pyrrolidinylpropyl, pyrrolidinylpropenyl, pyrrolidinylbutenyl, fluorosulfonyl, methylsulfonyl, methylcarbonyl, piperidinylmethylcarbonyl, methylpiperazinylcarbonylethyl, methoxycarbonyl, 3-ethoxycarbonyl-2-methyl-fur-5-yl, methylpiperazinyl, methylpiperidyl, 1-methyl-(1,2,3,6-tetrahydropyridyl), imidazolyl, morpholinyl, 4-trifluoromethyl-1-piperidinyl, hydroxybutyl, methyl, ethyl, propyl, isopropyl, butyl, tert-butyl, sec-butyl, trifluoromethyl, pentafluoroethyl, nonafluorobutyl, dimethylaminopropyl, 1,1-di(trifluoromethyl)-1-hydroxymethyl, trifluoromethoxy, 1,1-di(trifluoromethyl)-1-(piperidinylethoxy)methyl, 1,1-di(trifluoromethyl)-1-(methoxyethoxyethoxy)methyl, 1-hydroxyethyl, 2-hydroxyethyl, 1-aminoethyl, 2-aminoethyl, 1-(N-isopropylamino)ethyl, 2-(N-isopropylamino)ethyl, dimethylaminoethoxy, 4-chlorophenoxy, phenyloxy, 1-methylpiperdin-4-yloxy, isopropoxy, methoxy and ethoxy; and wherein R^3 is phenyl substituted with one or more substituents selected from chloro, fluoro, bromo, hydroxy, methoxy, ethoxy, amino, dimethylamino, diethylamino, 1-methylpiperidinylmethoxy, aminosulfonyl, cyclohexyl, dimethylaminopropynyl, dimethylaminoethoxy, 3-(4-morpholinyl)propyn-1-yl, dimethylaminoethoxyethoxy, optionally substituted piperidinyl, morpholinyl, optionally substituted piperazinyl, optionally substituted phenyl, methyl, ethyl, propyl, cyano, hydroxymethyl, aminomethyl, nitro and trifluoromethyl; and a pharmaceutically acceptable salt thereof.

Claim 25 (New): Compound of Claim 21 and a pharmaceutically acceptable salt thereof selected from

N-(4-Chlorophenyl){3-[benzylamino](2-pyridyl)}carboxamide;

N-(4-Chlorophenyl)(3-{[(4-nitrophenyl)methyl]amino}(2-pyridyl))-carboxamide;

(2-[[(4-methoxyphenyl)methyl]amino](2-pyridyl))-N-(3-fluoro-4-methylphenyl)carboxamide;

(6-Chloro-2-[[(4-methoxyphenyl)methyl]amino[(3-pyridyl))-N-(3-fluoro-4-methylphenyl)carboxamide;

(6-Chloro-2-[[(4-methoxyphenyl)methyl]amino[(3-pyridyl))-N-(3-fluoro-4-methylphenyl)carboxamide ;

(6-Chloro-2-[[(4-methoxyphenyl)methyl]amino[(3-pyridyl))-N-(3-fluoro-4-methylphenyl)carboxamide, hydrochloride;

(6-Chloro-2-{[(4-methoxyphenyl)methyl]amino}(3-pyridyl))-N-(4-chlorophenyl)carboxamide;

2-(3-Fluoro-benzylamino)-N-(4-phenoxy-phenyl)-nicotinamide;

N-(4-Phenoxyphenyl)[2-({[3-(trifluoromethyl)phenyl]methyl}amino)(3-pyridyl)]formamide;

(2-{[(4-Fluorophenyl)methyl]amino}(3-pyridyl))-N-(4-phenoxyphenyl)formamide;

N-(4-Phenoxyphenyl)[2-({[4-(trifluoromethyl)phenyl]methyl}amino)(3-pyridyl)]formamide;

(2-{[(2-Bromophenyl)methyl]amino}(3-pyridyl))-N-(4-phenoxyphenyl)formamide;

N-(4-Phenoxyphenyl)[2-({[4-(trifluoromethoxy)phenyl]methyl}amino)(3-pyridyl)]formamide;

2-{[(2,3-Difluorophenyl)methyl]amino}(3-pyridyl))-N-(4-phenoxyphenylformamide;

N-(4-Chlorophenyl)(2-{[(4-cyanophenyl)methyl]amino}(3-pyridyl))carboxamide;

N-(4-Chlorophenyl)(2-{[(2-cyanophenyl)methyl]amino}(3-pyridyl))carboxamide;

N-(4-sec-butylphenyl)-2-[(4-fluorobenzyl)amino]nicotinamide;

N-(4-tert-Butylphenyl)-2-[(4-fluorobenzyl)amino]nicotinamide;

N-(4-Isopropyl-phenyl)-2-(3-methoxy-benzylamino)-nicotinamide;

(2-{[(4-Fluorophenyl)methyl]amino}(3-pyridyl))-N-[4-(methylethyl)phenyl]carboxamide;

(2-{[(4-Fluorophenyl)methyl]amino}(3-pyridyl))-N-[3-(trifluoromethyl)phenyl]carboxamide;

(2-{[(3,4-Dimethoxyphenyl)methyl]amino}(3-pyridyl))-N-[3-(trifluoromethyl)phenyl]carboxamide;

{2-[Benzylamino](3-pyridyl)}-N-[3-(trifluoromethyl)phenyl]-carboxamide;

(2-{[(3-Chlorophenyl)methyl]amino}(3-pyridyl))-N-[3-(trifluoromethyl)phenyl]carboxamide;

(2-{[(4-Bromophenyl)methyl]amino}(3-pyridyl))-N-[3-(trifluoromethyl)phenyl]carboxamide;

(2-{[(4-Chlorophenyl)methyl]amino}(3-pyridyl))-N-[3-(trifluoromethyl)phenyl]carboxamide;

(2-{[(2,4-Difluorophenyl)methyl]amino}(3-pyridyl))-N-[3-(trifluoromethyl)phenyl]carboxamide;

(2-{[(4-Fluorophenyl)ethyl]amino}(3-pyridyl))-N-[3-(trifluoromethyl)phenyl]carboxamide;

(2-{[(3,4-Difluorophenyl)methyl]amino}(3-pyridyl))-N-[3-(trifluoromethyl)phenyl]carboxamide;

(2-{[(2,3-Difluorophenyl)methyl]amino}(3-pyridyl))-N-[3-(trifluoromethyl)phenyl]carboxamide;

(2-{[(2-Fluorophenyl)methyl]amino}(3-pyridyl))-N-[3-(trifluoromethyl)phenyl]carboxamide;

(2-{[(2,6-Difluorophenyl)methyl]amino}(3-pyridyl))-N-[3-(trifluoromethyl)phenyl]carboxamide;

(2-{[(3-Bromophenyl)methyl]amino}(3-pyridyl))-N-[3-(trifluoromethyl)phenyl]carboxamide;

(2-{[(4-Fluorophenyl)methyl]amino}(3-pyridyl))-N-[4-(trifluoromethyl)phenyl]carboxamide;

N-{3-[3-(Dimethylamino)propyl]-5-(trifluoromethyl)phenyl}(2-{[(4-fluorophenyl)methyl]amino}(3-pyridyl))carboxamide;

{2-[({3-[3-(Dimethylamino)propyl]-4-fluorophenyl}methyl)amino](3-pyridyl)}-N-[4-(tert-butyl)phenyl]carboxamide;

{2-[({3-[3-(Dimethylamino)propyl]-4-fluorophenyl}methyl)amino](3-pyridyl)}-N-[4-(trifluoromethyl)phenyl]carboxamide;

{2-[({3-[3-(Dimethylamino)propyl]-4-fluorophenyl}methyl)amino](3-pyridyl)}-N-(4-bromo-2-fluorophenyl)carboxamide;

2-[(4-Fluorobenzyl)amino]-N-[4-tert-butyl-3-(1,2,3,6-tetrahydropyridin-4-yl)phenyl]nicotinamide;

[2-({[4-Fluoro-3-(3-morpholin-4-ylprop-1-ynyl)phenyl]methyl}amino)(3-pyridyl)]-N-[3-(trifluoromethyl)phenyl]carboxamide;

{2-[(2H-Benzo[d]1,3-dioxol-5-ylmethyl)amino](3-pyridyl)}-N-(4-phenoxyphenyl)carboxamide;

2-(4-Fluoro-benzylamino)-N-[3-(2-pyrrolidin-1-yl-ethoxy)-4-trifluoromethyl-phenyl]-nicotinamide;

2-(4-Fluoro-benzylamino)-N-[3-(1-Boc-pyrrolidin-2-ylmethoxy)-4-pentafluoroethyl-phenyl]-nicotinamide;

N-[4-tert-Butyl-3-(1-Boc-piperidin-4-ylmethoxy)-phenyl]-2-(4-fluoro-benzylamino)-nicotinamide;

N-[3,3-Dimethyl-1-(1-methyl-piperidin-4-yl)-2,3-dihydro-1H-indol-6-yl]-2-(4-fluoro-benzylamino)-nicotinamide;

N-[1-(2-Dimethylamino-acetyl)-3,3-dimethyl-2,3-dihydro-1H-indol-6-yl]-2-(4-fluoro-benzylamino)-nicotinamide;

N-[1-(1-Boc-piperidin-4-yl)-3,3-dimethyl-2,3-dihydro-1H-indol-6-yl]-2-(4-fluoro-benzylamino)-nicotinamide;

N-[3,3-Dimethyl-1-(2-Boc-amino-acetyl)-2,3-dihydro-1H-indol-6-yl]-2-(4-fluoro-benzylamino)-nicotinamide;

2-(4-Fluoro-benzylamino)-N-(2-Boc-4,4-dimethyl-1,2,3,4-tetrahydro-isoquinolin-7-yl)-nicotinamide;

N-[3-(1-Boc-pyrrolidin-2-ylmethoxy)-5-trifluoromethyl-phenyl]-2-(4-fluoro-benzylamino)-nicotinamide;

N-[4-tert-Butyl-3-(1-Boc-pyrrolidin-2-ylmethoxy)-phenyl]-2-(4-fluoro-benzylamino)-nicotinamide;

N-(4-Acetyl-2,2-dimethyl-3,4-dihydro-2H-benzo[1,4]oxazin-6-yl)-2-(4-fluoro-benzylamino)-nicotinamide;

2-(4-Fluoro-benzylamino)-N-[3-(1-Boc-piperidin-4-ylmethoxy)-5-trifluoromethyl-phenyl]-nicotinamide.;

2-(4-Fluoro-benzylamino)-N-[3-(pyrrolidin-2-ylmethoxy)-4-pentafluoroethyl-phenyl]-nicotinamide;

2-(4-Fluoro-benzylamino)-N-[3-(pyrrolidin-2-ylmethoxy)-5-trifluoromethyl-phenyl]-nicotinamide;

N-[4-tert-Butyl-3-(piperidin-4-ylmethoxy)-phenyl]-2-(4-fluoro-benzylamino)-nicotinamide;

N-[4-tert-Butyl-3-(pyrrolidin-2-ylmethoxy)-phenyl]-2-(4-fluoro-benzylamino)-nicotinamide;

N-(4,4-Dimethyl-1,2,3,4-tetrahydro-isoquinolin-7-yl)-2-(4-fluoro-benzylamino)-nicotinamide;

N-[1-(2-Amino-acetyl)-3,3-dimethyl-2,3-dihydro-1H-indol-6-yl]-2-(4-fluoro-benzylamino)-nicotinamide;

N-(3,3-Dimethyl-1-piperidin-4-yl-2,3-dihydro-1H-indol-6-yl)-2-(4-fluoro-benzylamino)-nicotinamide;

2-(4-Fluoro-benzylamino)-N-[3-(piperidin-4-ylmethoxy)-5-trifluoromethyl-phenyl]-nicotinamide;

N-(2,2-Dimwethyl-3,4-dihydro-2H-benzo[1,4]oxazin-6-yl)-2-(4-fluoro-benzylamino)-nicotinamide;

2-(4-Fluoro-benzylamino)-N-[3-(1-methyl-pyrrolidin-2-ylmethoxy)-5-trifluoromethyl-phenyl]-nicotinamide;

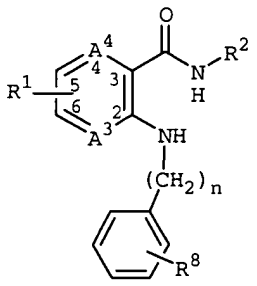
N-[3,3-Dimethyl-1-(1-methyl-piperidin-4-ylmethyl)-2,3-dihydro-1H-indol-6-yl]-2-(4-fluoro-benzylamino)-nicotinamide;

2-(4-Fluoro-benzylamino)-N-{4-[1-methyl-1-(1-methyl-piperidin-4-yl)-ethyl]-phenyl}-nicotinamide;

N-(4,4-Dimethyl-2-oxo-1,2,3,4-tetrahydro-quinolin-7-yl)-2-(4-fluoro-benzylamino)-nicotinamide; and

3-Benzo[1,3]dioxol-5-yl-3-[3-(4-pentafluoroethyl-phenylcarbamoyl)-pyridin-2-ylamino]-propionic acid.

Claim 26 (New): Compound of Claim 21 of formula II'



II'

wherein each of A^3 and A^4 is independently CH or N, provided at least one of A^3 and A^4 is N;

wherein n is 1-2;

wherein R^1 is one or more substituents independently selected from H, chloro, fluoro, bromo, hydroxy, methoxy, ethoxy, trifluoromethoxy, oxo, amino, dimethylamino, aminosulfonyl, carboxymethyl, cyclopropyl, optionally substituted phenyl, methyl, ethyl, propyl,

cyano, hydroxymethyl, nitro, propenyl, propynyl, morpholinylethylamino, trifluoromethyl and unsubstituted or substituted heteroaryl selected from thienyl, furanyl, pyridyl, imidazolyl and pyrazolyl;

wherein R^2 is selected from a substituted or unsubstituted ring selected from phenyl, tetrahydronaphthyl, indanyl, benzodioxolyl, indenyl, naphthyl, isoxazolyl, pyrazolyl, thiazolyl, thiadiazolyl, thienyl, pyridyl, pyrimidinyl, pyridazinyl, 1,2-dihydroquinolyl, 1,2,3,4-tetrahydro-isoquinolyl, 1,2,3,4-tetrahydro-quinolyl, isoquinolyl, quinolyl, indolyl, isoindolyl, 2,3-dihydro-1H-indolyl, naphthyridinyl, quinozalinyl, 2,3,4,4a,9,9a-hexahydro-1H-3-aza-fluorenyl, 5,6,7-trihydro-1,2,4-triazolo[3,4-a]isoquinolyl, indazolyl, 2,1,3-benzothiadiazolyl, 3,4-dihydro-2H-benzo[1,4]oxazinyl, benzodioxanyl, benzothienyl, benzofuryl, benzimidazolyl, benzoxazolyl and benzthiazolyl;

wherein substituted R^2 is substituted with one or more substituents independently selected from bromo, chloro, fluoro, iodo, nitro, amino, cyano, aminoethyl, Boc-aminoethyl, hydroxy, oxo, aminosulfonyl, 4-methylpiperazinylsulfonyl, cyclohexyl, phenyl, phenylmethyl, morpholinylmethyl, 1-methylpiperazin-4-ylmethyl, 1-methylpiperazin-4-ylpropyl, morpholinylpropyl, piperidin-1-ylmethyl, 1-methylpiperidin-4-ylmethyl, 2-methyl-2-(1-methylpiperidin-4-yl)ethyl, morpholinylethyl, 1-(4-morpholinyl)-2,2-dimethylpropyl, piperidin-4-ylethyl, 1-Boc-piperidin-4-ylethyl, piperidin-1-ylethyl, 1-Boc-piperidin-4-ylethyl, piperidin-4-ylmethyl, 1-Boc-piperidin-4-ylmethyl, piperidin-4-ylpropyl, 1-Boc-piperidin-4-ylpropyl, piperidin-1-ylpropyl, pyrrolidin-1-ylpropyl, pyrrolidin-2-ylpropyl, 1-Boc-pyrrolidin-2-ylpropyl, pyrrolidin-1-ylmethyl, pyrrolidin-2-ylmethyl, 1-Boc-pyrrolidin-2-ylmethyl, pyrrolidinylpropenyl, pyrrolidinylbutenyl, fluorosulfonyl, methylsulfonyl, methylcarbonyl, Boc, piperidin-1-ylmethylcarbonyl, 4-methylpiperazin-1-ylcarbonylethyl, methoxycarbonyl, aminomethylcarbonyl, dimethylaminomethylcarbonyl, 3-ethoxycarbonyl-2-methyl-fur-5-yl, 4-methylpiperazin-1-yl, 4-methyl-1-piperidyl, 1-Boc-4-piperidyl, piperidin-4-yl, 1-methylpiperidin-4-yl, 1-methyl-(1,2,3,6-tetrahydropyridyl),

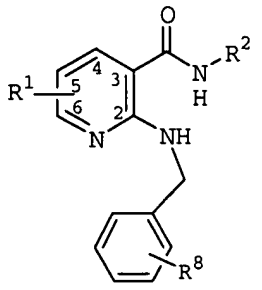
imidazolyl, morpholinyl, 4-trifluoromethyl-1-piperidinyl, hydroxybutyl, methyl, ethyl, propyl, isopropyl, butyl, tert-butyl, sec-butyl, trifluoromethyl, pentafluoroethyl, nonafluorobutyl, dimethylaminopropyl, 1,1-di(trifluoromethyl)-1-hydroxymethyl, 1,1-di(trifluoromethyl)-1-(piperidinylethoxy)methyl, 1,1-di(trifluoromethyl)-1-(methoxyethoxyethoxy)methyl, 1-hydroxyethyl, 2-hydroxyethyl, trifluoromethoxy, 1-aminoethyl, 2-aminoethyl, 1-(N-isopropylamino)ethyl, 2-(N-isopropylamino)ethyl, dimethylaminoethoxy, 4-chlorophenoxy, phenyloxy, azetidin-3-ylmethoxy, 1-Boc-azetidin-3-ylmethoxy, pyrrol-2-ylmethoxy, 1-Boc-pyrrol-2-ylmethoxy, pyrrol-1-ylmethoxy, 1-methyl-pyrrol-2-ylmethoxy, 1-isopropyl-pyrrol-2-ylmethoxy, 1-Boc-piperdin-4-ylmethoxy, piperdin-4-ylmethoxy, 1-methylpiperdin-4-yloxy, isopropoxy, methoxy and ethoxy; and

wherein R^8 is one or more substituents independently selected from H, chloro, fluoro, bromo, hydroxy, methoxy, ethoxy, $-O-CH_2-O-$, trifluoromethoxy, 1-methylpiperidinylmethoxy, dimethylaminoethoxy, amino, dimethylamino, dimethylaminopropyl, diethylamino, aminosulfonyl, cyclohexyl, dimethylaminopropynyl, 3-(4-morpholinyl)propyn-1-yl, dimethylaminoethoxyethoxy, 3-(4-morpholinyl)propylamino, optionally substituted piperidinyl, morpholinyl, optionally substituted piperazinyl, optionally substituted phenyl, methyl, ethyl, propyl, cyano, hydroxymethyl, aminomethyl, nitro and trifluoromethyl;

and a pharmaceutically acceptable salt thereof;

provided R^2 is not 3-trifluoromethylphenyl when A^3 is N, when A^4 is CH, when n is 1, when R^1 is H and R^8 is 4-hydroxy, 3-hydroxy or H; further provided R^2 is not 2-chloro-3-pyridyl when A^3 is N, when A^4 is CH, when n is 1, when R^1 is H and R^8 is H or 4-methoxy; and further provided R^2 is not 2-methoxyphenyl when A^3 is N, when A^4 is CH, when n is 1, when R^1 is H and R^8 is H.

Claim 27 (New): Compound of Claim 21 of Formula III



III

wherein R^1 is one or more substituents independently selected from

H,

halo,

hydroxy,

amino,

C_{1-6}-alkyl;

C_{1-6}-haloalkyl,

C_{1-6}-alkoxy,

C_{1-2}-alkylamino,

aminosulfonyl,

C_{3-6}-cycloalkyl,

cyano,

oxo,

C_{1-2}-hydroxyalkyl,

nitro,

C_{2-3}-alkenyl,

C_{2-3}-alkynyl,

C_{1-6}-haloalkoxy,

C_{1-6}-carboxyalkyl,

5-6-membered heterocyclyl-C_{1-6}-alkylamino,

unsubstituted or substituted phenyl and

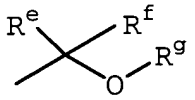
unsubstituted or substituted 5-6 membered heterocyclyl;

wherein R^2 is selected from unsubstituted or substituted

phenyl, and

9-10 membered bicyclic and 13-14 membered tricyclic unsaturated or partially unsaturated heterocyclyl,

wherein substituted R^2 is optionally substituted with one or more substituents selected from halo, C_{1-6}-alkyl, optionally substituted C_{3-6}-cycloalkyl, optionally substituted phenyl,

optionally substituted phenyl-C_1-C_4-alkyl, C_{1-2}-haloalkoxy, optionally substituted phenyloxy, optionally substituted 4-6 membered heterocyclyl-C_1-C_4-alkyl, optionally substituted 4-6 membered heterocyclyl-C_2-C_4-alkenyl, optionally substituted 5-6 membered heterocyclyl, optionally substituted 4-6 membered heterocyclyloxy, optionally substituted 4-6 membered heterocyclyl-C_1-C_4-alkoxy, optionally substituted 5-6 membered heterocyclylsulfonyl, optionally substituted 5-6 membered heterocyclylamino, optionally substituted 5-6 membered heterocyclylcarbonyl, optionally substituted 5-6 membered heterocyclylcarbonyl-C_{1-4}-alkyl, optionally substituted 5-6 membered heterocyclyl-C_{1-4}-alkylcarbonyl, C_{1-4}-haloalkyl, C_{1-4}-aminoalkyl, nitro, amino, hydroxy, oxo, cyano, aminosulfonyl, C_{1-2}-alkylsulfonyl, halosulfonyl, C_{1-4}-alkylcarbonyl, amino-C_{1-4}-alkylcarbonyl, C_{1-4}-alkylamino-C_{1-4}-alkylcarbonyl, C_{1-3}-alkylamino-C_{1-3}-alkyl, C_{1-3}-alkylamino-C_{1-3}-alkoxy, C_{1-3}-alkylamino-C_{1-3}-alkoxy-C_{1-3}-alkoxy, C_{1-4}-alkoxycarbonyl, C_{1-4}-alkoxycarbonylamino-C_{1-4}-alkyl, C_{1-4}-hydroxyalkyl,  and C_{1-4}-alkoxy;

wherein R^e and R^f are independently selected from H and C_{1-2}-haloalkyl;

wherein R^7 is selected from H, C_{1-3}-alkyl, optionally substituted phenyl-C_{1-3}-alkyl, 4-6 membered heterocyclyl, and optionally substituted 4-6 membered heterocyclyl-C_1-C_3-alkyl;

wherein R^g is selected from H, C_{1-3}-alkyl, optionally substituted phenyl-C_{1-3}-alkyl, 4-6 membered heterocyclyl, and optionally substituted 4-6 membered heterocyclyl-C_1-C_3-alkyl, C_{1-3}-alkoxy-C_{1-2}-alkyl and C_{1-3}-alkoxy-C_{1-3}-alkoxy-C_{1-3}-alkyl; and

wherein R^8 is one or more substituents independently selected from H, halo, amino, hydroxy, C_{1-6}-alkyl, C_{1-6}-haloalkyl, C_{1-6}-alkoxy, C_{1-6}-haloalkoxy, C_{1-6}-aminoalkyl, C_{1-6}-hydroxyalkyl, optionally substituted phenyl, optionally substituted heterocyclyl, optionally substituted heterocyclyl-C_{1-6}-alkoxy, aminosulfonyl, C_{3-6}-cycloalkyl, C_{1-6}-alkylamino, C_{1-6}-alkylamino-C_{1-6}-alkyl, optionally substituted heterocyclyl-C_{1-6}-alkylamino, optionally substituted heterocyclyl-C_{1-6}-alkyl, C_{1-6}-alkylamino-C_{2-4}-alkynyl, C_{1-6}-alkylamino-C_{1-6}-alkoxy, C_{1-6}-

alkylamino-C_{1-6}-alkoxy-C_{1-6}-alkoxy, and optionally substituted heterocyclyl-C_{2-4}-alkynyl;

and a pharmaceutically acceptable salt thereof;

provided R^2 is not 3-trifluoromethylphenyl when R^1 is H and R^8 is 4-hydroxy, 3-hydroxy or H; and further provided R^2 is not 2-methoxyphenyl when R^1 is H and R^8 is H.

Claim 28 (New): Compound of Claim 27 wherein R^1 is selected from H, chloro, fluoro, bromo, amino, hydroxy, methyl, ethyl, propyl, oxo, dimethylamino, aminosulfonyl, cyclopropyl, cyano, hydroxymethyl, nitro, propenyl, trifluoromethyl, methoxy, ethoxy, trifluoromethoxy, carboxymethyl, morpholinylethylamino, propynyl, unsubstituted or substituted phenyl and unsubstituted or substituted heteroaryl selected from thienyl,

furanyl, pyridyl, imidazolyl, and pyrazolyl;

wherein R^2 is selected from phenyl, 1,2-dihydroquinolyl, 1,2,3,4-tetrahydro-isoquinolyl, 1,2,3,4-tetrahydro-quinolyl, 2,3-dihydro-1H-indolyl, 2,3,4,4a,9,9a-hexahydro-1H-3-aza-fluorenyl, 5,6,7-trihydro-1,2,4-triazolo[3,4-a]isoquinolyl, 3,4-dihydro-2H-benzo[1,4]oxazinyl, and benzo[1,4]dioxanyl, where R^2 is unsubstituted or substituted with one or more substituents selected from bromo, chloro, fluoro, iodo, nitro, amino, cyano, aminoethyl, Boc-aminoethyl, hydroxy, oxo, aminosulfonyl, 4-methylpiperazinylsulfonyl, cyclohexyl, phenyl, phenylmethyl, morpholinylmethyl, 1-methylpiperazin-4-ylmethyl, 1-methylpiperazin-4-ylpropyl, morpholinylpropyl, piperidin-1-ylmethyl, 1-methylpiperidin-4-ylmethyl, 2-methyl-2-(1-methylpiperidin-4-yl)ethyl, morpholinylethyl, 1-(4-morpholinyl)-2,2-dimethylpropyl, piperidin-4-ylethyl, 1-Boc-piperidin-4-ylethyl, piperidin-1-ylethyl, 1-Boc-piperidin-4-ylethyl, piperidin-4-ylmethyl, 1-Boc-piperidin-4-ylmethyl, piperidin-4-ylpropyl, 1-Boc-piperidin-4-ylpropyl, piperidin-1-ylpropyl, pyrrolidin-1-ylpropyl, pyrrolidin-2-ylpropyl, 1-Boc-pyrrolidin-2-ylpropyl, pyrrolidin-1-ylmethyl, pyrrolidin-2-ylmethyl, 1-Boc-pyrrolidin-2-ylmethyl, pyrrolidinylpropenyl, pyrrolidinylbutenyl, fluorosulfonyl, methylsulfonyl, methylcarbonyl, Boc, piperidin-1-ylmethylcarbonyl, 4-methylpiperazin-1-ylcarbonylethyl, methoxycarbonyl, aminomethylcarbonyl, dimethylaminomethylcarbonyl, 3-ethoxycarbonyl-2-methyl-fur-5-yl, 4-

methylpiperazin-1-yl, 4-methyl-1-piperidyl, 1-Boc-4-piperidyl, piperidin-4-yl, 1-methylpiperidin-4-yl, 1-methyl-(1,2,3,6-tetrahydropyridyl), imidazolyl, morpholinyl, 4-trifluoromethyl-1-piperidinyl, hydroxybutyl, methyl, ethyl, propyl, isopropyl, butyl, tert-butyl, sec-butyl, trifluoromethyl, pentafluoroethyl, nonafluorobutyl, dimethylaminopropyl, 1,1-di(trifluoromethyl)-1-hydroxymethyl, 1,1-di(trifluoromethyl)-1-(piperidinylethoxy)methyl, 1,1-di(trifluoromethyl)-1-(methoxyethoxyethoxy)methyl, 1-hydroxyethyl, 2-hydroxyethyl, trifluoromethoxy, 1-aminoethyl, 2-aminoethyl, 1-(N-isopropylamino)ethyl, 2-(N-isopropylamino)ethyl, dimethylaminoethoxy, 4-chlorophenoxy, phenyloxy, azetidin-3-ylmethoxy, 1-Boc-azetidin-3-ylmethoxy, pyrrol-2-ylmethoxy, 1-Boc-pyrrol-2-ylmethoxy, pyrrol-1-ylmethoxy, 1-methyl-pyrrol-2-ylmethoxy, 1-Boc-piperdin-4-ylmethoxy, piperdin-4-ylmethoxy, 1-methylpiperdin-4-yloxy, isopropoxy, methoxy and ethoxy; and

wherein R^8 is one or more substituents independently selected from H, chloro, fluoro, bromo, hydroxy, methoxy, ethoxy, $-O-CH_2-O-$, trifluoromethoxy, 1-methylpiperidinylmethoxy, dimethylaminoethoxy, amino, dimethylamino, dimethylaminopropyl, diethylamino, aminosulfonyl, cyclohexyl, dimethylaminopropynyl, 3-(4-morpholinyl)propyn-1-yl, dimethylaminoethoxyethoxy, 3-(4-morpholinyl)propylamino, optionally substituted piperidinyl, morpholinyl, optionally substituted piperazinyl, optionally substituted phenyl, methyl, ethyl, propyl, cyano, hydroxymethyl, aminomethyl and trifluoromethyl;

and a pharmaceutically acceptable salt thereof.

Claim 29 (New): Compound of Claim 28 wherein R^1 is selected from H, chloro or fluoro;

wherein R^2 is selected from

1,2,3,4-tetrahydro-isoquinolyl optionally substituted with one or more substituents selected from methyl, and Boc,

1,2,3,4-tetrahydro-quinolyl optionally substituted with one or more substituents selected from methyl, Boc and oxo,

2,3-dihydro-1H-indolyl optionally substituted with one or more substituents selected from methyl, 1-Boc-piperidin-4-ylmethyl, piperidin-4-ylmethyl, 1-Boc-piperidin-4-yl, piperidin-4-yl, 1-

methyl-piperidin-4-ylmethyl, 1-methyl-piperidin-4-yl, dimethylaminomethylcarbonyl, aminomethylcarbonyl, methylcarbonyl, pyrrolidin-2-ylmethyl, and 1-Boc-pyrrolidin-2-ylmethyl, and 3,4-dihydro-2H-benzo[1,4]oxazinyl optionally substituted with one or more substituents selected from methyl, and methylcarbonyl; and

wherein R^8 is one or more substituents independently selected from H, chloro, fluoro, bromo, cyano, methoxy, $-O-CH_2-O-$, amino, trifluoromethyl, trifluoromethoxy, 3-(4-morpholinyl)propyn-1-yl, dimethylaminopropyl, and 3-(4-morpholinyl)propylamino;

and a pharmaceutically acceptable salt thereof.

Claim 30 (New): Compound of Claim 28 wherein R^1 is selected from H, chloro or fluoro;

wherein R^2 is selected from phenyl optionally substituted with one or more substituents selected from bromo, chloro, fluoro, morpholinylmethyl, 1-methylpiperazin-4-ylmethyl, 1-methylpiperazin-4-ylpropyl, morpholinylpropyl, piperidin-1-ylmethyl, 1-methylpiperidin-4-ylmethyl, 2-methyl-2-(1-methylpiperidin-4-yl)ethyl, morpholinylethyl, 1-(4-morpholinyl)-2,2-dimethylpropyl, piperidin-4-ylethyl, 1-Boc-piperidin-4-ylethyl, piperidin-1-ylethyl, 1-Boc-piperidin-4-ylethyl, piperidin-4-ylmethyl, 1-Boc-piperidin-4-ylmethyl, piperidin-4-ylpropyl, 1-Boc-piperidin-4-ylpropyl, piperidin-1-ylpropyl, pyrrolidin-1-ylpropyl, pyrrolidin-2-ylpropyl, 1-Boc-pyrrolidin-2-ylpropyl, pyrrolidin-1-ylmethyl, pyrrolidin-2-ylmethyl, 1-Boc-pyrrolidin-2-ylmethyl, 4-methylpiperazin-1-yl, 4-methyl-1-piperidyl, 1-Boc-4-piperidyl, piperidin-4-yl, 1-methyl-(1,2,3,6-tetrahydropyridyl), methyl, ethyl, propyl, isopropyl, butyl, tert-butyl, sec-butyl, trifluoromethyl, pentafluoroethyl, dimethylaminopropyl, dimethylaminoethoxy, 4-chlorophenoxy, phenyloxy, azetidin-3-ylmethoxy, 1-Boc-azetidin-3-ylmethoxy, pyrrol-1-ylethoxy, 1-methyl-pyrrol-2-ylmethoxy, pyrrol-2-ylmethoxy, 1-Boc-pyrrol-2-ylmethoxy, 1-Boc-piperdin-4-ylmethoxy, piperdin-4-ylmethoxy, and 1-methylpiperdin-4-yloxy;

and wherein R^8 is one or more substituents independently selected from H, chloro, fluoro, bromo, cyano, methoxy, $-O-CH_2-O-$, amino, trifluoromethyl, trifluoromethoxy, 3-(4-morpholinyl)propyn-1-yl, dimethylaminopropyl, and 3-(4-morpholinyl)propylamino;

and a pharmaceutically acceptable salt thereof.

Claim 31 (New): A pharmaceutical composition comprising a pharmaceutically-acceptable carrier and a compound as in Claim 1.

Claim 32 (New): A pharmaceutical composition comprising a pharmaceutically-acceptable carrier and a compound as in Claim 21.

Claim 33 (New): A method of treating cancer in a subject, said method comprising administering a therapeutically effective amount of a compound of Claim 1.

Claim 34 (New): A method of treating cancer in a subject, said method comprising administering a therapeutically effective amount of a compound of Claim 21.

Claim 35 (New): The method of Claim 33 comprising a combination with a compound selected from antibiotic-type agents, alkylating agents, antimetabolite agents, hormonal agents, immunological agents, interferon-type agents and miscellaneous agents.

Claim 36 (New): The method of Claim 34 comprising a combination with a compound selected from antibiotic-type agents, alkylating agents, antimetabolite agents, hormonal agents, immunological agents, interferon-type agents and miscellaneous agents.

Claim 37 (New): A method of treating angiogenesis in a subject, said method comprising administering a therapeutically effective amount of a compound of Claim 1.

Claim 38 (New): A method of treating angiogenesis in a subject, said method comprising administering a therapeutically effective amount of a compound of Claim 21.

Claim 39 (New): A method of treating proliferation-related disorders in a mammal, said method comprising administering a therapeutically effective amount of a compound of Claim 1.

Claim 40 (New): A method of treating proliferation-related disorders in a mammal, said method comprising administering a therapeutically effective amount of a compound of Claim 21.

Claim 41 (New): A method of reducing blood flow in a tumor in a mammal, said method comprising administering a therapeutically effective amount of a compound of Claim 1.

Claim 42 (New): A method of reducing blood flow in a tumor in a mammal, said method comprising administering a therapeutically effective amount of a compound of Claim 21.

Claim 43 (New): A method of reducing tumor size in a mammal, said method comprising administering a therapeutically effective amount of a compound of Claim 1.

Claim 44 (New): A method of reducing tumor size in a mammal, said method comprising administering a therapeutically effective amount of a compound of Claim 21.

Claim 45 (New): A method of treating diabetic retinopathy in a mammal, said method comprising administering a therapeutically effective amount of a compound of Claim 1.

Claim 46 (New): A method of treating diabetic retinopathy in a mammal, said method comprising administering a therapeutically effective amount of a compound of Claim 21.